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**LAW OFFICES OF
LOUIS E. GITOMER**

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March 30, 2011

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600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
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Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment, a secondary document, dated as of March 23, 2011. The primary document to which this is connected is recorded under Recordation No. 27755. We request that this document be recorded under Recordation No. 27755-A.

The names and addresses of the parties to the Amendment are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessees:

CEMEX, Inc.
CEMEX Construction Materials Pacific, LLC
CEMEX Construction Materials Atlantic, LLC
CEMEX Construction Materials Florida, LLC
CEMEX Construction Materials South, LLC
RMC Pacific Materials, Inc.
1200 Smith Street
Houston, TX 77002

A description of the equipment covered by the Amendment consists of 97 covered hopper cars numbered CEMX 11001-11055, inclusive, 11057-11092, inclusive, and 11095-11100, inclusive.

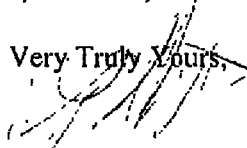
Ms. Cynthia T. Brown
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Amendment between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and CEMEX, Inc., CEMEX Construction Materials Pacific, LLC, CEMEX Construction Materials Atlantic, LLC, CEMEX Construction Materials Florida, LLC, CEMEX Construction Materials South, LLC, and RMC Pacific Materials, Inc., 1200 Smith Street, Houston, TX 77002, covering 97 covered hopper cars numbered CEMX 11001-11055, inclusive, 11057-11092, inclusive, and 11095-11100, inclusive.

Very Truly Yours,


Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

AMENDMENT

Bank of America Leasing & Capital, LLC ("BALC"), as lessor, and CEMEX, Inc. ("CEMEX"), as lessee, entered a Memorandum of Lease Agreement dated as of December 12, 2008 (the "Memorandum") for 97 covered hopper cars numbered CEMX 11091-11055, inclusive, 11057-11092, inclusive, and 11095-11100, inclusive (the "Equipment")

The Memorandum was recorded with the Surface Transportation Board on December 12, 2008 under Recordation No. 27755

As a result of a corporate restructuring, additional Co-Lessees of the Equipment will be CEMEX Construction Materials Pacific, LLC, CEMEX Construction Materials Atlantic, LLC, CEMEX Construction Materials Florida, LLC, CEMEX Construction Materials South, LLC, and RMC Pacific Materials, Inc. (collectively, the "New Lessees"). By this Amendment and for good and valuable consideration, BALC, CEMEX, and the New Lessees have agreed to amend the Memorandum to include the New Lessees, as lessees under the Memorandum

This Amendment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Amendment

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment as of March 23rd, 2011

Bank of America Leasing & Capital, LLC,
as Lessor

By: [Signature]
Name: Cristina Foley
Title: Vice President

CEMEX, Inc.,
as Lessee

By: [Signature]
Name: Alejandro Benavides
Title: Treasurer

CEMEX Construction Materials Pacific, LLC,
as Lessee

By: [Signature]
Name: Thomas Edgeller
Title: Treasurer/Secretary

CEMEX Construction Materials Atlantic, LLC,
as Lessee

By: _____
Name: Thomas F. Geller
Title: Treasurer Secretary

CEMEX Construction Materials Florida, LLC,
as Lessee

By: _____
Name: Thomas F. Geller
Title: Treasurer Secretary

CEMEX Construction Materials South, LLC,
as Lessee

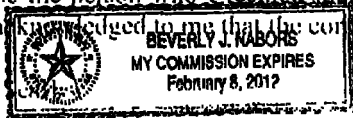
By: _____
Name: Thomas F. Geller
Title: Treasurer Secretary

RAIC Pacific Materials, Inc.,
as Lessee

By: _____
Name: Thomas F. Geller
Title: Treasurer Secretary

STATE OF)
) ss.
COUNTY OF)

On this 23 day of March, 2011, before me, Beverly J. Nabors the undersigned Notary Public, personally appeared Alejandro Benavides personally known to me to be the person who executed the within instrument as Treasurer on behalf of Cemex, Inc., and acknowledged to me that the corporation executed it



Beverly J. Nabors
Notary Public

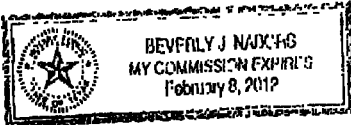
My commission expires:

Feb. 8 2012

STATE OF)
) ss
COUNTY OF)

On this 23 day of March, 2011 before me, Beverly J. Nakas the undersigned Notary Public, personally appeared Thomas Edgeller personally known to me to be the person who executed the within instrument as Treasurer/Secretary on behalf of CEMEX Construction Materials Atlantic, LLC, CEMEX Construction Materials Pacific, LLC, CEMEX Construction Materials Florida, LLC, CEMEX Construction Materials South, LLC, and RMC Pacific Materials, Inc. and acknowledged to me that the corporation executed it

[Seal]



Beverly J. Nakas
Notary Public OC

My commission expires

Feb. 8 2012

STATE OF GEORGIA)
) ss.
COUNTY OF CLAYTON)

On this 23rd day of April, 2011, before me, Jeanne Marie Martell the undersigned Notary Public, personally appeared Cristina Foley personally known to me to be the person who executed the within instrument as Vice President on behalf of Banc of America Leasing & Capital, LLC, and acknowledged to me that the corporation executed it

[Seal]

Jeanne Marie Martell
Notary Public

My commission expires,

July 9, 2011

